

**To:** 'Brian Snyderman'[bsnyderman@iconixbrand.com]  
**Cc:** Firpo, Nicholas: WM (NYK)[Nicholas.Firpo@barclayswealth.com]; Allan, William: WIM (NYK)[William.x.Allan@barclayswealth.com]; Rafikh-Swenson, Bibi : WIM[Bibi.Rafikh-Swenson@barclayswealth.com]; Rogers, Louise : WIM[louise.rogers@barclayswealth.com]; Neil Cole[ncole@iconixbrand.com]; JFeinman@ddkcpas.com[JFeinman@ddkcpas.com]; Pauline Israel[pisrael@iconixbrand.com]; Jason Schaefer[jschaefer@iconixbrand.com]; Karetksy, Marc : WIM[marc.karetksy@barclayswealth.com]; Wilson, Amanda : WIM[Amanda.Wilson@barclayswealth.com]; Rmittman@BlankRome.com[Rmittman@BlankRome.com]; kcunningham@blankrome.com[kcunningham@blankrome.com]  
**From:** Pejkovic, Matthew : WIM  
**Sent:** Fri 10/31/2014 1:35:06 PM  
**Importance:** Normal  
**Subject:** RE: ICON Neil Cole Sale  
Wire LOA - 10.31.14.doc

Brian – Thanks for providing the information.

Attached is a letter for Mr. Cole to sign to authorize the \$11,146,816.80 wire from his account. Please note that someone from Barclays operations will be calling Mr. Cole to verbally confirm the wire in his office, on Monday morning. Per our conversation, we intend on sending the wire Monday but please provide the letter back today (via email or fax to 646-885-9266) so we can initiate first thing.

Further, please confirm that you will file the Form 4 on Tuesday, November 4<sup>th</sup>.

Lastly, below are the DWAC instructions to use to send the shares to Mr. Cole's new Barclays account.

Please call with any questions – Thanks!

DWAC Instructions:

Firm: Barclays

DTCC #229

Account Name: Neil Cole

Account Number: [REDACTED]

GOVERNMENT  
EXHIBIT  
1121  
19 Cr. 869 (ER)

Matthew J. Pejkovic | Assistant Vice President | Wealth and Investment Management  
Tel (212) 526 7959 | Toll Free (800) 253-4626, option #2 | Fax (646) 885 9266  
E-mail: matthew.pejkovic@barclays.com  
Barclays, 200 Park Avenue, 4th Floor, New York, New York 10166  
barclays.com/wealth/americas

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**From:** Brian Snyderman [mailto:[bsnyderman@iconixbrand.com](mailto:bsnyderman@iconixbrand.com)]  
**Sent:** Friday, October 31, 2014 12:46 PM  
**To:** Karetsky, Marc : WIM; Wilson, Amanda : WIM; Rmittman@BlankRome.com; kcunningham@blankrome.com  
**Cc:** Firpo, Nicholas: WIM (NYK); Allan, William: WIM (NYK); Rafikh-Swenson, Bibi : WIM; Pejkovic, Matthew : WIM; Rogers, Louise : WIM; Neil Cole; JFeinman@ddkcpas.com; Pauline Israel; Jason Schaefer  
**Subject:** RE: ICON Neil Cole Sale

All:

I have added Jason Schaefer, Iconix general counsel, to this email.

For all of our records, attached is our internal consent form as well as the calculation for option cost, tax withholdings and net proceeds to Neil. Flow of funds as follows:

gross proceeds

\$ 39,510,000.00

option cost

\$ 5,696,000.00

total withholdings

\$ 5,450,816.80

**total wire to Iconix**

**\$ 11,146,816.80**

**net proceeds to Neil**

**\$ 28,363,183.20**

I can confirm that we will file a form 4 for this transaction on or before Tuesday, November 4.

I have also attached the wire instructions for the wire to Iconix.

I will email this group once the transfer agent has received notification to deliver

the shares to Barclays. I will send this notification to the transfer agent once I confirm receipt of the wire to Iconix. In the interim, please send me the DWAC info for Barclays so that I may instruct the transfer agent in proper detail on the notification.

Thanks all. Should you have any questions do not hesitate to contact me.

Regards,

Brian

Brian Snyderman | Vice President - Finance and Treasurer

Iconix Brand Group, Inc.

1450 Broadway, 3rd Floor, New York, NY 10018

Direct: 212.819.2114

Email: [bsnyderman@iconixbrand.com](mailto:bsnyderman@iconixbrand.com)

**From:** [marc.karetsky@barclays.com](mailto:marc.karetsky@barclays.com) [mailto:[marc.karetsky@barclays.com](mailto:marc.karetsky@barclays.com)]  
**Sent:** Friday, October 31, 2014 11:15 AM  
**To:** [amanda.c.wilson@barclays.com](mailto:amanda.c.wilson@barclays.com); [Rmittman@BlankRome.com](mailto:Rmittman@BlankRome.com); Brian Snyderman; [k cunningham@blankrome.com](mailto:k cunningham@blankrome.com)  
**Cc:** [nicholas.firpo@barclays.com](mailto:nicholas.firpo@barclays.com); [william.x.allan@barclays.com](mailto:william.x.allan@barclays.com); [bibi.rafikh-swenson@barclays.com](mailto:bibi.rafikh-swenson@barclays.com); [matthew.pejovic@barclays.com](mailto:matthew.pejovic@barclays.com); [louise.a.rogers@barclays.com](mailto:louise.a.rogers@barclays.com); Neil Cole; [JFeinman@ddkcpas.com](mailto:JFeinman@ddkcpas.com); Pauline Israel

**Subject:** RE: ICON Neil Cole Sale

Sorry—including Kathleen Cunningham on this email.

Marc

**From:** Wilson, Amanda : WIM  
**Sent:** Friday, October 31, 2014 11:08 AM  
**To:** 'Rmittman@BlankRome.com'; 'bsnyderman@iconixbrand.com'  
**Cc:** Karetzky, Marc : WIM; Firpo, Nicholas: WIM (NYK); Allan, William: WIM (NYK); Rafikh-Swenson, Bibi : WIM; Pejkovic, Matthew : WIM; Rogers, Louise : WIM; 'ncole@iconixbrand.com'; 'JFeinman@ddkcpas.com'; 'pisrael@iconixbrand.com'  
**Subject:** RE: ICON Neil Cole Sale

Good morning Robert and Brian,

Please be advised that we have facilitated a sale for Mr. Cole of 1,000,000 shares at a price of \$39.51. We will file the Form 144 today (attached for reference). Can you please confirm that you will file the Form 4 on Tuesday November 4<sup>th</sup>?

We are exercising the options listed in the email trail below for this sale. Can you please advise the wire amount due for exercise and withholding? Once this is received, will you notify the Barclays team once the transfer agent has been notified to deliver shares so we can notify our Operations to receive the DWAC?

Thank you all for your assistance,

Amanda Wilson  
Direct Line: + 1 (212) 526 7958

Mobile: +1 (347) 429 2055

Fax: +1 (646) 758 2251  
E-mail: [amanda.c.wilson@barclays.com](mailto:amanda.c.wilson@barclays.com)

Barclays, 200 Park Avenue, 4th fl, New York, NY 10166

[barclays.com](http://barclays.com)

The contents of this mail are company confidential unless otherwise stated.

**From:** Karetsky, Marc : WIM  
**Sent:** Thursday, October 30, 2014 12:35 PM  
**To:** Wilson, Amanda : WIM  
**Subject:** Fw: 3Q

Marc Karetsky  
Managing Director  
Barclays  
200 Park Avenue  
4th Floor  
New York, NY 10166

212.526.3718. Telephone  
917.539.3369. Mobile  
646.885.9266 Fax

**From:** Mittman, Robert [<mailto:Rmittman@BlankRome.com>]  
**Sent:** Thursday, October 30, 2014 12:05 PM

**To:** Brian Snyderman <[bsnyderman@iconixbrand.com](mailto:bsnyderman@iconixbrand.com)>; Neil Cole <[ncole@iconixbrand.com](mailto:ncole@iconixbrand.com)>; Karetzky, Marc : WIM; [JFeinman@ddkcpas.com](mailto:JFeinman@ddkcpas.com) <[JFeinman@ddkcpas.com](mailto:JFeinman@ddkcpas.com)>

**Cc:** Pauline Israel <[pisrael@iconixbrand.com](mailto:pisrael@iconixbrand.com)>; Gort, Sylvia : WIM; Pejkovic, Matthew : WIM; Rafikh-Swenson, Bibi : WIM; Rogers, Louise : WIM

**Subject:** RE: 3Q

This is correct—The 2 options listed

**Robert J. Mittman | Blank Rome LLP**

The Chrysler Building 405 Lexington Avenue | New York, NY 10174-0208

Phone: 212.885.5555 | Fax: 212.885.5001 | Email: [RMittman@BlankRome.com](mailto:RMittman@BlankRome.com)

**From:** Brian Snyderman [<mailto:bsnyderman@iconixbrand.com>]

**Sent:** Thursday, October 30, 2014 11:41 AM

**To:** Neil Cole; [marc.karetzky@barclays.com](mailto:marc.karetzky@barclays.com); [JFeinman@ddkcpas.com](mailto:JFeinman@ddkcpas.com); Mittman, Robert

**Cc:** Pauline Israel; [sylvia.gort@barclays.com](mailto:sylvia.gort@barclays.com); [matthew.pejkovic@barclays.com](mailto:matthew.pejkovic@barclays.com); [bibi.rafikh-swenson@barclays.com](mailto:bibi.rafikh-swenson@barclays.com); [louise.a.rogers@barclays.com](mailto:louise.a.rogers@barclays.com)

**Subject:** RE: 3Q

All:

Details are as follows:

**tranche #1**

**tranche #2**

**Details of shares to be sold:**

Title of Class

common stock

Date Acquired:

3/29/2005

12/29/2005

Nature of Acquisition Transaction:

grant from the Company

Name of entity or person from whom acquired:

Iconix Brand Group, Inc. (as successor to Candies, Inc.)

Number of total shares of that purchase:

800,000

200,000

Date of payment

current

Nature of payment

option exercise

Details of options to be exercised:

Date of grant:

3/29/2005

12/29/2005

Date of expiry:

3/29/2015

12/29/2015

strike price:

\$4.62

\$10.00

Neil has not sold shares in the past 3 months.

I am your point of contact at Iconix for both the payment for the shares and delivery of shares to Barclays (contact info below).

Let me know if you need anything else.

Regards,

Brian

Brian Snyderman | Vice President - Finance and Treasurer

Iconix Brand Group, Inc.

1450 Broadway, 3rd Floor, New York, NY 10018

Direct: 212.819.2114

Email: [bsnyderman@iconixbrand.com](mailto:bsnyderman@iconixbrand.com)

**From:** Neil Cole  
**Sent:** Thursday, October 30, 2014 11:02 AM  
**To:** [marc.karetsky@barclays.com](mailto:marc.karetsky@barclays.com); JFeinman@ddkcpas.com; Mittman, Robert; Brian Snyderman  
**Cc:** Pauline Israel; [sylvia.gort@barclays.com](mailto:sylvia.gort@barclays.com); [matthew.pejkovic@barclays.com](mailto:matthew.pejkovic@barclays.com); [bibi.rafikh-swenson@barclays.com](mailto:bibi.rafikh-swenson@barclays.com); [louise.a.rogers@barclays.com](mailto:louise.a.rogers@barclays.com)  
**Subject:** RE: 3Q

Marc also adding Bob Mittman from Blank Rome and Brian Snyderman who can help from Iconix.

**From:** [marc.karetsky@barclays.com](mailto:marc.karetsky@barclays.com) [mailto:[marc.karetsky@barclays.com](mailto:marc.karetsky@barclays.com)]  
**Sent:** Thursday, October 30, 2014 10:56 AM  
**To:** JFeinman@ddkcpas.com; Neil Cole  
**Cc:** Pauline Israel; [sylvia.gort@barclays.com](mailto:sylvia.gort@barclays.com); [matthew.pejkovic@barclays.com](mailto:matthew.pejkovic@barclays.com); [bibi.rafikh-swenson@barclays.com](mailto:bibi.rafikh-swenson@barclays.com); [louise.a.rogers@barclays.com](mailto:louise.a.rogers@barclays.com)  
**Subject:** RE: 3Q

Neil and I just connected--

I need the following information, from whomever can provide.

Details of shares Neil intends for sale:

- Title of Class
- Date Acquired
- Nature of Acquisition Transaction
- Name of entity or person from whom acquired
- Number of total shares of that purchase
- Date of payment
- Nature of payment (wire, check, Option exercise)

Details of any shares sold in the last 3 months if sales were made

Details of the options intended to be exercised

- Date of grant
- Dates of expiry
- Strike price

Contact information for whoever handles the stock and option plan at Iconix Brands so we can arrange for payment for the shares and delivery of the shares to Barclays.

This information will allow us to complete the additional documentation we need in advance of the transaction.

Thanks.

Marc

-----Original Message-----

From: Jeffrey Feinman [<mailto:JFeinman@ddkcpas.com>]  
Sent: Thursday, October 30, 2014 9:57 AM  
To: Karetzky, Marc : WIM  
Subject: RE: 3Q

Marc, good morning. I spoke with Neil a little while ago. I will give you a call soon.  
Sorry I missed your call....Jeff

Jeffrey S. Feinman

Partner

1 Penn Plaza, 4th Floor  
50 Jericho Quadrangle, Suite 220

New York, NY 10119  
Jericho, NY 11753

T: 212.997.0600 ext. 4140 F: 212.997.0466  
T: 516.277.9700 F: 516.277.9701

[www.ddkcpas.com](http://www.ddkcpas.com)

Are you sending a large attachment? Use our secure dropbox service by clicking here

-----Original Message-----

From: [marc.karetsky@barclays.com](mailto:marc.karetsky@barclays.com) [mailto:[marc.karetsky@barclays.com](mailto:marc.karetsky@barclays.com)]

Sent: Thursday, October 30, 2014 9:19 AM  
To: Jeffrey Feinman  
Subject: RE: 3Q

Just left you a message--tried to call with Neil for a brief discussion of the taxes due on the option exercise.

Please call me when you have a minute this morning.

Marc

Marc Karetzky, CIMA

Managing Director

Barclays

Direct Line: 212.526.3718

Fax: 646.885.9266

Cell: 917.539.3369

[marc.karetzky@barclays.com](mailto:marc.karetzky@barclays.com)

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4th Floor  
New York, NY 10166

[barclays.com](http://barclays.com)

-----Original Message-----

From: Jeffrey Feinman [<mailto:JFeinman@ddkcpas.com>]

Sent: Tuesday, October 28, 2014 11:50 AM

To: Neil Cole

Cc: Karetzky, Marc : WIM

Subject: Re: 3Q

Neil, I will follow up on this. Sincerely, Jeffrey

Sent from my iPhone

On Oct 28, 2014, at 10:44 AM, Neil Cole

[<ncole@iconixbrand.com>](mailto:ncole@iconixbrand.com) wrote:

My accountant has gone over it and feel almost all of it can be capital gains.

Will check on basis.

I will ask him to send us a review.

Thanks

From: [marc.karetzky@barclays.com](mailto:marc.karetzky@barclays.com)<<mailto:marc.karetzky@barclays.com>>  
[\[mailto:marc.karetzky@barclays.com\]](mailto:marc.karetzky@barclays.com)

Sent: Tuesday, October 28, 2014 10:32 AM

To: Neil Cole

Subject: 3Q

Neil,

Looks like the market liked the quarter and the guidance. Stock hit \$40.53 intraday!

We will have further thinking on strategy for you later today. Any luck in finding the rest of your basis for me?

Thanks,

Marc

Marc Karetzky, CIMA

Managing Director

Barclays

Direct Line: 212.526.3718

Fax: 646.885.9266

Cell: 917.539.3369

[marc.karetzky@barclays.com](mailto:marc.karetzky@barclays.com)<<mailto:marc.karetzky@barclays.com>>

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October 31, 2014

Marc Karetsky  
Barclays  
200 Park Avenue  
4<sup>th</sup> Floor  
New York, NY 10166

Dear Marc,

Please wire **\$11,146,816.80** from my Barclays account (\*\*\*-07579) to the below instructions:

beneficiary account name	Iconix Brand Group, Inc.
beneficiary account #	[REDACTED]
beneficiary address	1450 Broadway, New York, NY 10018
bank name	JP Morgan Chase Bank N.A.
bank address	NY, NY
ABA #	021000021
SWIFT	CHASUS33

Please call me at 212-819-2077 to verbally confirm the wire on Monday morning.

Thank you.

Sincerely,

---

Neil Cole

Date: \_\_\_\_\_